

**Exhibit 1**

**Notice of Disclosure Statement Hearing Used for Publication**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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:  
**In re** : **Chapter 11 Case No.**  
**LEHMAN BROTHERS HOLDINGS INC., et al.,** : **08-13555 (JMP)**  
:  
**Debtors.** : **(Jointly Administered)**  
:  
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**NOTICE OF HEARING TO CONSIDER APPROVAL OF DISCLOSURE STATEMENT FOR  
SECOND AMENDED JOINT CHAPTER 11 PLAN OF LEHMAN BROTHERS HOLDINGS INC.**

TO PARTIES IN INTEREST IN THE FOLLOWING CHAPTER 11 CASES:

**Name of Debtors and Case Numbers**

Lehman Brothers Holdings Inc.	08-13555 (JMP)
Lehman Commercial Paper Inc.	08-13900 (JMP)
Lehman Brothers Commodities Services Inc.	08-13885 (JMP)
Lehman Brothers Special Financing Inc.	08-13888 (JMP)
Lehman Brothers OTC Derivatives Inc.	08-13893 (JMP)
Lehman Brothers Commercial Corporation	08-13901 (JMP)
Lehman Brothers Derivatives Products Inc.	08-13899 (JMP)
Lehman Brothers Financial Products Inc.	08-13902 (JMP)
LB 745 LLC	08-13600 (JMP)
PAMI Statler Arms LLC	08-13664 (JMP)
CES Aviation LLC	08-13905 (JMP)
CES Aviation V LLC	08-13906 (JMP)
CES Aviation IX LLC	08-13907 (JMP)
East Dover Limited	08-13908 (JMP)
Lehman Scottish Finance L.P.	08-13904 (JMP)
Luxembourg Residential Properties Loan Finance S.a.r.l.	09-10108 (JMP)
BNC Mortgage LLC	09-10137 (JMP)
LB Rose Ranch LLC	09-10560 (JMP)
Structured Asset Securities Corporation	09-10558 (JMP)
LB 2080 Kalakaua Owners LLC	09-12516 (JMP)
Merit, LLC	09-17331 (JMP)
LB Preferred Somerset LLC	09-17505 (JMP)
LB Somerset LLC	09-17503 (JMP)

PLEASE TAKE NOTICE THAT on July 1, 2011, Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the “Debtors”) filed the Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (the “Plan”) and the Debtors’ Disclosure Statement for Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code (as it may be amended, the “Disclosure Statement”).

PLEASE TAKE FURTHER NOTICE that:

1. A hearing will be held before the Honorable James M. Peck, United States Bankruptcy Judge, in Courtroom 601 of the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), One Bowling Green, New York, New York 10014, on **August 30, 2011 at 10:00 a.m. (Eastern Time)** (the “Disclosure Statement Hearing”) to consider the entry of an order, among other things, determining that the Disclosure Statement contains “adequate information” within the meaning ascribed to such term in section 1125 of title 11 of the United States Code (the “Bankruptcy Code”) and approving the Disclosure Statement.

2. Any party in interest wishing to obtain a copy of the Disclosure Statement and the Plan may request a copy, in writing, from **Epiq Bankruptcy Solutions, LLC, Attn: Lehman Ballot Processing Center, 757 Third Avenue, 3rd Floor, New York, New York 10017**. Interested parties may also examine the Disclosure Statement and the Plan free of charge at [www.lehman-docket.com](http://www.lehman-docket.com). In addition, the Disclosure Statement and the Plan are on file with the Bankruptcy Court and may be examined by accessing the Bankruptcy Court’s website: [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov). Note that a PACER password and login are needed to access documents on the Bankruptcy Court’s website. A PACER password can be obtained at: [www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov).

3. Objections and responses, if any, to approval of the Disclosure Statement, must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, and the *Second Amended Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures*, dated June 17, 2010 [Docket No. 9635], (c) set forth the name(s) of the objecting party(ies), (d) set forth the nature and amount of the claim(s) or equity interest(s) held or asserted by each objecting party(ies) against the Debtor(s), and (e) state with particularity the legal and factual bases relied upon for the objection or response; and (f) be filed, together with proof of service, with the Bankruptcy Court and served **so that they are actually received by the following parties no later than August 11, 2011 at 4:00 p.m. (Eastern Time)**: (i) the **chambers of the Honorable James M. Peck, United States Bankruptcy Judge**, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) **Weil Gotshal & Manges LLP**, 767 Fifth Avenue, New York, New York 10153, Attn: Harvey R. Miller, Lori R. Fife, and Alfredo R. Pérez, attorneys for the Debtors; (iii) the **Office of the United States Trustee** for Region 2, 33 Whitehall Street, 21st Floor, New York, New York 10004 Attn: Elisabetta Gasparini, Esq. and Andrea Schwartz, Esq.; and (iv) **Milbank, Tweed, Hadley & McCloy LLP**, 1 Chase Manhattan Plaza, New York, New York 10005, Attn: Dennis F. Dunne, Esq., Dennis O’Donnell, Esq., and Evan Fleck, Esq., attorneys for the official committee of unsecured creditors.

**IF AN OBJECTION OR RESPONSE TO APPROVAL OF THE DISCLOSURE STATEMENT IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE ADEQUACY OF THE DISCLOSURE STATEMENT AND MAY NOT BE HEARD AT THE DISCLOSURE STATEMENT HEARING.**

4. Upon approval of the Disclosure Statement by the Bankruptcy Court, any party in interest that is entitled to vote on the Plan will receive a copy of the Disclosure Statement, the Plan and various documents related thereto, unless otherwise ordered by the Bankruptcy Court.

5. The Disclosure Statement Hearing may be adjourned from time to time without further notice to parties in interest other than by an announcement in Bankruptcy Court of such adjournment on the date scheduled for the Disclosure Statement Hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court.

DATED: July 13, 2011  
New York, New York

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession

**Exhibit 2**

**Confirmation Hearing Notice**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
:  
**In re** : **Chapter 11 Case No.**  
**LEHMAN BROTHERS HOLDINGS INC., et al.,** : **08-13555 (JMP)**  
**Debtors.** : **(Jointly Administered)**  
:  
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**NOTICE OF (i) APPROVAL OF DISCLOSURE STATEMENT;  
(ii) ESTABLISHMENT OF RECORD DATE; (iii) HEARING ON  
CONFIRMATION OF THE PLAN AND PROCEDURES FOR  
OBJECTING TO CONFIRMATION OF THE PLAN; AND  
(iv) PROCEDURES AND DEADLINE FOR VOTING ON THE PLAN**

TO PARTIES IN INTEREST IN THE FOLLOWING CHAPTER 11 CASES:

**Name of Debtors and Case Numbers**

Lehman Brothers Holdings Inc.	08-13555 (JMP)
Lehman Commercial Paper Inc.	08-13900 (JMP)
Lehman Brothers Commodities Services Inc.	08-13885 (JMP)
Lehman Brothers Special Financing Inc.	08-13888 (JMP)
Lehman Brothers OTC Derivatives Inc.	08-13893 (JMP)
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Merit, LLC	09-17331 (JMP)
LB Preferred Somerset LLC	09-17505 (JMP)
LB Somerset LLC	09-17503 (JMP)

PLEASE TAKE NOTICE that:

1. ***Approval of Disclosure Statement.*** On [\_\_\_\_\_], 2011, the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) entered an order (the “Order”), approving the Debtors’ Disclosure Statement for Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code (as approved, the “Disclosure Statement”) <sup>1</sup> in the above-referenced chapter 11 cases of Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors, as debtors and debtors in possession (collectively, the “Debtors”). The Order authorizes the Debtors to solicit votes to accept or reject the Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (as it may be further amended, the “Plan”), a copy of which is annexed as Exhibit A to the Disclosure Statement.
2. ***Confirmation Hearing.*** A hearing (the “Confirmation Hearing”) to consider the confirmation of the Plan will be held at **10:00 a.m. (Prevailing Eastern Time) on December 6, 2011** before the Honorable James M. Peck, United States Bankruptcy Judge, in Courtroom 601 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004. The Confirmation Hearing may be adjourned or continued from time to time without further notice other than the announcement by the Debtors of the adjourned date(s) at the Confirmation Hearing or any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court. The Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing.
3. ***Record Date for Voting Purposes.*** The following claimant/creditors who hold claims against the Debtors on **August 1, 2011** (the “Record Date”) are entitled to vote on the Plan:
  - a) holders, as of the Record Date, of claims listed on the Debtors’ schedules of liabilities, to the extent that such claims (i) are listed in an amount greater than zero and are not identified as contingent, unliquidated or disputed, and (ii) have not been superseded by a timely filed proof of claim; and
  - b) holders as of the Record Date, of claims, to the extent that such claims (i) are the subject of timely filed proofs of claim, (ii) are filed in an amount greater than zero, (iii) have not been disallowed, expunged, or disqualified by an order of the Bankruptcy Court prior to the Record Date, and (iv) are not the subject of any pending claim objection as of **September 16, 2011**, unless a Temporary Allowance Request Motion (as defined below) has been filed and granted by the Bankruptcy Court on or before **November 4, 2011** or as may be ordered by the Bankruptcy Court.
4. ***Voting Deadline.*** All votes to accept or reject the Plan must be actually received by the Debtors’ voting and tabulation agent, Epiq Bankruptcy Solutions, LLC, by no later than **4:00 p.m. (Prevailing Eastern Time) on November 4, 2011** (the “Voting Deadline”). Any failure to follow the voting instructions included with your Ballot may disqualify your Ballot and your vote.

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<sup>1</sup> Capitalized terms not defined herein shall have the meaning ascribed to them in the Disclosure Statement.

If sent by mail:

Epiq Bankruptcy Solutions, LLC  
Attn: Lehman Ballot Processing Center  
FDR Station, P.O. Box 5014  
New York, New York 10150-5014

If sent by hand delivery or courier:

Epiq Bankruptcy Solutions, LLC  
Attn: Lehman Ballot Processing Center  
757 Third Avenue, 3rd Floor  
New York, New York 10017

5. ***Parties in Interest Not Entitled to Vote.*** Holders of Subordinated Class 10A Claims, Subordinated Class 10B Claims, Subordinated Class 10C Claims, and Section 510(b) Claims against LBHI and holders of Equity Interests in the Debtors are not entitled to vote and will not receive a ballot. Holders of such claims and equity interests are deemed to reject the Plan and will receive a Notice of Non-Voting Status rather than a Ballot. If you have timely filed a proof of claim and disagree with the Debtors' classification of or objection to your claim and believe that you should be entitled to vote on the Plan, then you must serve on the parties identified in paragraph 6 below and file with the Bankruptcy Court (with a copy to the chambers of the Honorable James M. Peck, United States Bankruptcy Judge, One Bowling Green, New York, New York 10004, Courtroom 601) a motion (a "Temporary Allowance Request Motion") for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") temporarily allowing your claim for purposes of voting to accept or reject the Plan. All Temporary Allowance Request Motions must be filed on or before the 14th day after the later of (i) service of this notice and (ii) service of notice of an objection, if any, as to your claim, but in no event later than **October 7, 2011**. As to any claimant/creditor filing a Temporary Allowance Request Motion, such claimant/creditor's Ballot will not be counted except as may be otherwise ordered by the Bankruptcy Court. Claimant/creditors may contact Epiq Bankruptcy Solutions, LLC at **1-866-879-0688 (domestic) or 1-503-597-7691 (international)**, to receive an appropriate Ballot for any claim for which a proof of claim has been timely filed and a Temporary Allowance Request Motion has been granted. Temporary Allowance Request Motions not compliant with the foregoing will not be considered by the Bankruptcy Court and deemed denied except as otherwise ordered by the Bankruptcy Court.

6. ***Objections to Confirmation.***

The deadline to object or respond to confirmation of the Plan is **November 4, 2011 at 4:00 p.m. (Prevailing Eastern Time)** (the "Plan Objection Deadline").

Objections and responses, if any, to confirmation of the Plan, must (a) be in writing, (b) conform to the Bankruptcy Rules, the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, and the *Second Amended Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures*, dated June 17, 2010 [ECF No. 9635], (c) set forth the name(s) of the objecting party/(ies), (d) set forth the nature and amount of the claim(s) or equity interest(s) held or asserted by the objecting party/(ies) against the Debtors, and (e) state with particularity the legal and factual bases relied upon for the objection or response.

Registered users of the Bankruptcy Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses on a 3.5 inch floppy disk or flash drive, preferably in Portable Document Format (PDF), Microsoft Word or any other Windows-based word processing format (with a hard copy delivered directly

to the chambers of the Honorable James M. Peck, United States Bankruptcy Judge, supra), in accordance with General Order M-182.

Any objections or responses must also be served upon the following parties so as to be received by no later than the Plan Objection Deadline: (i) the **chambers of the Honorable James M. Peck, United States Bankruptcy Judge, supra**; (ii) **Weil Gotshal & Manges LLP**, 767 Fifth Avenue, New York, New York 10153, Attn: Harvey R. Miller, Esq., Lori R. Fife, Esq. and Alfredo R. Pérez, Esq., attorneys for the Debtors; (iii) the **Office of the United States Trustee** for Region 2, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Elisabetta Gasparini, Esq. and Andrea Schwartz, Esq.; (iv) **Milbank, Tweed, Hadley & McCloy LLP**, 1 Chase Manhattan Plaza, New York, New York 10005, Attn: Dennis F. Dunne, Esq., Dennis O'Donnell, Esq., and Evan Fleck, Esq., attorneys for the official committee of unsecured creditors.

**IF ANY OBJECTION OR RESPONSE TO CONFIRMATION OF THE PLAN IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO CONFIRMATION OF THE PLAN AND MAY NOT BE HEARD AT THE CONFIRMATION HEARING.**

7. ***Parties That Will Not Be Treated as Creditors.*** Any holder of a claim that is scheduled in the Debtors' schedules of assets and liabilities, statements of financial affairs and schedules of executory contracts and unexpired leases at \$0.00, or in an unknown amount, or as disputed, contingent, or unliquidated, and that has not filed a timely proof of claim shall not be treated as a creditor with respect to such claim for purposes of receiving distributions under the Plan.
8. ***Additional Information.*** Any party in interest wishing to obtain a copy of the Disclosure Statement and the Plan may request such copy, in writing, from **Epiq Bankruptcy Solutions, LLC, Attn: Lehman Ballot Processing Center, 757 Third Avenue, 3rd Floor, New York, New York 10017**. Interested parties may also examine the Disclosure Statement and the Plan free of charge at [www.lehman-docket.com](http://www.lehman-docket.com). In addition, the Disclosure Statement and the Plan are on file with the Bankruptcy Court and may be examined by accessing the Bankruptcy Court's website: [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov). Note that a PACER password and login are needed to access documents on the Bankruptcy Court's website. A PACER password can be obtained at: [www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov).
9. ***Executory Contracts and Unexpired Leases.***
  - a) ***Cure of Defaults for Assumed Executory Contracts and Unexpired Leases:*** Except to the extent that different treatment has been agreed to by the non-debtor party or parties to any executory contract or unexpired lease (each, a "Counterparty") listed on Schedules [\_\_\_\_] of the Plan Supplement as being assumed pursuant to Section [\_\_\_\_] of the Plan, the Debtors will, within at least [\_\_\_\_] days prior to the later of (a) the hearing on the Debtors' motion for assumption or assumption and assignment and (b) the Confirmation Hearing, file with the Bankruptcy Court and serve by first class mail on each applicable Counterparty, a notice, which shall include the cure amount as to such Counterparty's executory contract or unexpired lease to be assumed as set forth on Schedule [\_\_\_\_]. **If you are a Counterparty to an executory contract or unexpired lease to be assumed or assumed and assigned by the Debtors, you must file and serve any objection to the assumption or the cure amounts listed by the Debtors on the above-referenced schedule by the Plan Objection Deadline.** If there are any such objections filed, the Bankruptcy Court will hold a hearing on a date to be set by the Bankruptcy Court. The Debtors retain their rights to reject any of their

executory contracts or unexpired leases that are subject to a dispute concerning the amounts necessary to cure any defaults as of the Effective Date.

b) ***Bar Date for Filing Proofs of Claim Relating to Executory Contracts and Unexpired Leases Rejected Pursuant to the Plan:*** Proofs of claim for damages arising out of the rejection of an executory contract or unexpired lease pursuant to Section [\_\_\_\_\_] of the Plan must be filed with the Bankruptcy Court and served upon the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Harvey R. Miller, Esq., Lori R. Fife, Esq. and Alfredo R. Pérez, Esq., no later than [\_\_\_\_\_] days after the later of (a) notice of entry of an order approving the rejection of such executory contract or unexpired lease, (b) notice of entry of any order confirming the Plan, (c) notice of an amendment to Schedules [\_\_\_\_\_] of the Plan Supplement (solely with respect to the party directly affected by such modification), or (d) notice of the Debtors' election to reject under Section [\_\_\_\_\_] of the Plan. **All such proofs of claim not filed within such time will be forever barred from assertion against the Debtors and their estates or the Liquidating Trust and their property.**

DATED: [DATE], 2011  
New York, New York

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession

**Exhibit 3A**

**General Ballot A Form**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X-----  
In re : Chapter 11 Case No.  
LEHMAN BROTHERS HOLDINGS INC., *et al.* : 08-13555 (JMP)  
Debtors. : (Jointly Administered)  
-----X-----

BALLOT FOR REVISED SECOND AMENDED JOINT CHAPTER 11 PLAN  
OF LEHMAN BROTHERS HOLDINGS INC. AND ITS AFFILIATED DEBTORS

**BALLOT FOR [ ] CLAIMS**

Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), each of which is identified below, are soliciting votes with respect to the Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated August 24, 2011 (as it may be further amended or modified, the “Plan”), from the holders of certain claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call Epiq Bankruptcy Solutions, LLC (the “Voting Agent”) at **1-866-879-0688 (domestic) or 1-503-597-7691 (international)**.

This Ballot is to be used for voting by holders of [ ] Claims. **In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received by the Voting Agent, Epiq Bankruptcy Solutions, LLC, Attn: Lehman Ballot Processing Center, FDR Station, P.O. Box 5014, New York, New York 10150-5014, by no later than 4:00 p.m. (Prevailing Eastern Time) on November 4, 2011 (the “Voting Deadline”), unless such time is extended by the Debtors.**

This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of claims or distribution.

PLEASE COMPLETE THE FOLLOWING:

**ITEM 1. Amount of [ ] Claim(s).** For purposes of voting to accept or reject the Plan, as of August 1, 2011 (the “Record Date”) the undersigned was a holder of [ ] Claim(s) (the “Claim(s)”) in the aggregate amount set forth below.

Class:	_____
Claim Amount:	\$_____
Debtor:	_____

ITEM 2. Vote on the Plan. **The undersigned holder of the Claim(s) identified in Item 1 above hereby votes to:**

Check one box:

Accept the Plan

Reject the Plan

**ITEM 3. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Debtors' Disclosure Statement for the Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code, dated August 24, 2011 (as it may be amended or modified, the "Disclosure Statement"), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the Claim identified in Item 1 above or (ii) it has full power and authority to vote to accept or reject the Plan on behalf of the holder of the Claim identified in Item 1 above. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: \_\_\_\_\_

Social Security or Federal Tax I.D. No. of Claimant: \_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory (if different than claimant): \_\_\_\_\_

If by Authorized Agent, Title of Agent: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State and Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Name of Debtors and Case Numbers

Lehman Brothers Holdings Inc.	08-13555 (JMP)
Lehman Commercial Paper Inc.	08-13900 (JMP)
Lehman Brothers Commodities Services Inc.	08-13885 (JMP)
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LB Preferred Somerset LLC	09-17505 (JMP)
LB Somerset LLC	09-17503 (JMP)

**VOTING INSTRUCTIONS FOR COMPLETING THE  
BALLOT FOR HOLDERS OF [REDACTED] CLAIMS**

This Ballot is submitted to you to solicit your vote to accept or reject the Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated August 24, 2011 (as it may be further amended or modified, the “Plan”). The terms of the Plan are described in the Debtors’ Disclosure Statement for Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code, dated August 24, 2011 (as it may be amended or modified, the “Disclosure Statement”), including all exhibits thereto. All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan.

**PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE  
COMPLETING THIS BALLOT.**

The Plan will be accepted by a class if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in such class voting on the Plan. In the event that your class rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of claims in your class and all other classes of claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. **If the Plan is confirmed by the Bankruptcy Court, all holders of claims against and equity interests in the Debtors will be bound by the terms of the confirmed Plan and the transactions contemplated thereby, whether or not they vote to accept the Plan and whether or not they vote on the Plan at all.**

**To have your vote counted, you must complete, sign, and return this Ballot to Epiq Bankruptcy Solutions, LLC (the “Voting Agent”) so that it is received by the Voting Agent by no later than 4:00 p.m. (Prevailing Eastern Time) on November 4, 2011 (the “Voting Deadline”), unless such time is extended in the discretion of the Debtors.** Ballots must be delivered either by mail with the enclosed envelope or to the Voting Agent at the following address:

If by mail:

EPIQ BANKRUPTCY SOLUTIONS, LLC  
ATTN: LEHMAN BALLOT PROCESSING CENTER  
FDR STATION, P.O. BOX 5014  
NEW YORK, NEW YORK 10150-5014

If by hand delivery or courier:

EPIQ BANKRUPTCY SOLUTIONS, LLC  
ATTN: LEHMAN BALLOT PROCESSING CENTER  
757 THIRD AVENUE, 3RD FLOOR  
NEW YORK, NEW YORK 10017

**Ballots will not be accepted by telecopy, facsimile or other electronic means of transmission.**

To properly complete the Ballot, you must follow the procedures described below:

make sure that the information contained in Item 1 is correct;

if you have a Claim identified in Item 1, cast your vote to accept or reject the Plan by checking the appropriate box in Item 2;

if you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing (and, if requested, submit satisfactory evidence of your

authority to so act, e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

if you also hold claim(s) in a class other than the class specified in Item 1, you may receive more than one Ballot, each labeled for a different class of claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular class of claims only if you complete, sign, and return the Ballot labeled for that class of claims in accordance with the instructions on that Ballot;

if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;

provide your name and mailing address;

sign and date your Ballot; and

return your Ballot with an original signature to the Voting Agent.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC AT **1-866-879-0688 (domestic) or 1-503-597-7691 (international)**. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**Exhibit 3B**

**General Ballot B Form**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
:  
**In re** : **Chapter 11 Case No.**  
**LEHMAN BROTHERS HOLDINGS INC., et al.,** : **08-13555 (JMP)**  
**Debtors.** : **(Jointly Administered)**  
:  
-----X

**BALLOT FOR REVISED SECOND AMENDED JOINT CHAPTER 11 PLAN  
OF LEHMAN BROTHERS HOLDINGS INC. AND ITS AFFILIATED DEBTORS**

**BALLOT FOR [ ] CLAIMS**

Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), each of which is identified below, are soliciting votes with respect to the Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated August 24, 2011 (as it may be further amended or modified, the “Plan”), from the holders of certain claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call Epiq Bankruptcy Solutions, LLC (the “Voting Agent”) at **1-866-879-0688 (domestic) or 1-503-597-7691 (international)**.

This Ballot is to be used for voting by holders of [ ] Claims. **In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received by the Voting Agent, Epiq Bankruptcy Solutions, LLC, Attn: Lehman Ballot Processing Center, FDR Station, P.O. Box 5014, New York, New York 10150-5014, by no later than 4:00 p.m. (Prevailing Eastern Time) on November 4, 2011 (the “Voting Deadline”), unless such time is extended by the Debtors.**

This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of claims or distribution.

**PLEASE COMPLETE THE FOLLOWING:**

**ITEM 1. Amount of [ ] Claim(s).** For purposes of voting to accept or reject the Plan, as of August 1, 2011 (the “Record Date”) the undersigned was a holder of [ ] Claim(s) (the “Claim(s)”) in the aggregate amount set forth below.

Class:	_____
Claim Amount:	\$_____
Debtor:	_____

**ITEM 2. Vote on the Plan.** The undersigned holder of the Claim(s) identified in Item 1 above hereby votes to:

Check one box:  Accept the Plan  
 Reject the Plan

**ITEM 3. OPTIONAL – Convenience Class Election.** By checking the box below, you elect to have your Claim (if Allowed) reduced to \$50,000 and be treated as a Convenience Claim against the Debtors, meaning that you will receive your Distribution in full on the Effective Date of the Plan or such later date when your Claim is Allowed, or as soon thereafter as is practicable.

Elect to have Claim treated as a Convenience Claim

**ITEM 4. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Debtors' Disclosure Statement for Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code, dated August 24, 2011 (as it may be amended or modified, the "Disclosure Statement"), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the Claim identified in Item 1 above or (ii) it has full power and authority to vote to accept or reject the Plan on behalf of the holder of the Claim identified in Item 1 above. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: \_\_\_\_\_

Social Security or Federal Tax I.D. No. of Claimant: \_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory (if different than claimant): \_\_\_\_\_

If by Authorized Agent, Title of Agent: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State and Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Name of Debtors and Case Numbers

Lehman Brothers Holdings Inc.	08-13555 (JMP)
Lehman Commercial Paper Inc.	08-13900 (JMP)
Lehman Brothers Commodities Services Inc.	08-13885 (JMP)
Lehman Brothers Special Financing Inc.	08-13888 (JMP)
Lehman Brothers OTC Derivatives Inc.	08-13893 (JMP)
Lehman Brothers Commercial Corporation	08-13901 (JMP)
Lehman Brothers Derivatives Products Inc.	08-13899 (JMP)
Lehman Brothers Financial Products Inc.	08-13902 (JMP)
LB 745 LLC	08-13600 (JMP)
PAMI Statler Arms LLC	08-13664 (JMP)
CES Aviation LLC	08-13905 (JMP)
CES Aviation V LLC	08-13906 (JMP)
CES Aviation IX LLC	08-13907 (JMP)
East Dover Limited	08-13908 (JMP)
Lehman Scottish Finance L.P.	08-13904 (JMP)
Luxembourg Residential Properties Loan Finance S.a.r.l.	09-10108 (JMP)
BNC Mortgage LLC	09-10137 (JMP)
LB Rose Ranch LLC	09-10560 (JMP)
Structured Asset Securities Corporation	09-10558 (JMP)
LB 2080 Kalakaua Owners LLC	09-12516 (JMP)
Merit, LLC	09-17331 (JMP)
LB Preferred Somerset LLC	09-17505 (JMP)
LB Somerset LLC	09-17503 (JMP)

**VOTING INSTRUCTIONS FOR COMPLETING THE  
BALLOT FOR HOLDERS OF [REDACTED] CLAIMS**

This Ballot is submitted to you to solicit your vote to accept or reject the Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated August 24, 2011 (as it may be further amended or modified, the “Plan”). The terms of the Plan are described in the Debtors’ Disclosure Statement for Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code, dated August 24, 2011 (as it may be amended or modified, the “Disclosure Statement”), including all exhibits thereto. All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan.

**PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE  
COMPLETING THIS BALLOT.**

The Plan will be accepted by a class if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in such class voting on the Plan. In the event that your class rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of claims in your class and all other classes of claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. **If the Plan is confirmed by the Bankruptcy Court, all holders of claims against and equity interests in the Debtors will be bound by the terms of the confirmed Plan and the transactions contemplated thereby, whether or not they vote to accept the Plan and whether or not they vote on the Plan at all.**

**To have your vote counted, you must complete, sign, and return this Ballot to Epiq Bankruptcy Solutions, LLC (the “Voting Agent”) so that it is received by the Voting Agent by no later than 4:00 p.m. (Prevailing Eastern Time) on November 4, 2011 (the “Voting Deadline”), unless such time is extended in the discretion of the Debtors.** Ballots must be delivered either by mail with the enclosed envelope or to the Voting Agent at the following address:

If by mail:

EPIQ BANKRUPTCY SOLUTIONS, LLC  
ATTN: LEHMAN BALLOT PROCESSING CENTER  
FDR STATION, P.O. BOX 5014  
NEW YORK, NEW YORK 10150-5014

If by hand delivery or courier:

EPIQ BANKRUPTCY SOLUTIONS, LLC  
ATTN: LEHMAN BALLOT PROCESSING CENTER  
757 THIRD AVENUE, 3RD FLOOR  
NEW YORK, NEW YORK 10017

**Ballots will not be accepted by telecopy, facsimile or other electronic means of transmission.**

To properly complete the Ballot, you must follow the procedures described below:

make sure that the information contained in Item 1 is correct;

if you have a Claim identified in Item 1, cast your vote to accept or reject the Plan by checking the appropriate box in Item 2;

if you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing (and, if requested, submit satisfactory evidence of your

[BALLOT CODE]

General Ballot B Form

Convenience Claim Election

authority to so act, e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

if you also hold claim(s) in a class other than the class specified in Item 1, you may receive more than one Ballot, each labeled for a different class of claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular class of claims only if you complete, sign, and return the Ballot labeled for that class of claims in accordance with the instructions on that Ballot;

if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;

provide your name and mailing address;

sign and date your Ballot; and

return your Ballot with an original signature to the Voting Agent.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC AT **1-866-879-0688 (domestic) or 1-503-597-7691 (international)**. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**Exhibit 3C**

**Secured Ballot Form**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X-----  
In re : Chapter 11 Case No.  
LEHMAN BROTHERS HOLDINGS INC., *et al.* : 08-13555 (JMP)  
Debtors. : (Jointly Administered)  
:-----X-----

**BALLOT FOR REVISED SECOND AMENDED JOINT CHAPTER 11 PLAN  
OF LEHMAN BROTHERS HOLDINGS INC. AND ITS AFFILIATED DEBTORS**

**BALLOT FOR CLASS 2 SECURED CLAIMS**

Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), each of which is identified below, are soliciting votes with respect to the Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated August 24, 2011 (as it may be further amended or modified, the “Plan”), from the holders of certain claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call Epiq Bankruptcy Solutions, LLC (the “Voting Agent”) at **1-866-879-0688 (domestic) or 1-503-597-7691 (international)**.

This Ballot is to be used for voting by holders of Class 2 Secured Claims. **In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received by the Voting Agent, Epiq Bankruptcy Solutions, LLC, Attn: Lehman Ballot Processing Center, FDR Station, P.O. Box 5014, New York, New York 10150-5014, by no later than 4:00 p.m. (Prevailing Eastern Time) on November 4, 2011 (the “Voting Deadline”), unless such time is extended by the Debtors.**

This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of claims or distribution.

PLEASE COMPLETE THE FOLLOWING:

**ITEM 1. Amount of Class 2 Secured Claim(s).** For purposes of voting to accept or reject the Plan, as of August 1, 2011 (the “Record Date”) the undersigned was a holder of Class 2 Secured Claim(s) in the aggregate amount set forth below.

Class 2 Claim(s):	\$ _____
Debtor:	_____

ITEM 2. Vote on the Plan. The undersigned holder of Secured Claim(s) identified in Item 1 above hereby votes to:

Check one box:  Accept the Plan  
 Reject the Plan

**ITEM 3. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Debtors' Disclosure Statement for Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code for the Plan, dated August 24, 2011 (as it may be amended or modified, the "Disclosure Statement"), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the Secured Claim identified in Item 1 above or (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: \_\_\_\_\_

Social Security or Federal Tax I.D. No. of Claimant: \_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory (if different than claimant): \_\_\_\_\_

If by Authorized Agent, Title of Agent: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State and Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Name of Debtors and Case Numbers

Lehman Brothers Holdings Inc.	08-13555 (JMP)
Lehman Commercial Paper Inc.	08-13900 (JMP)
Lehman Brothers Commodities Services Inc.	08-13885 (JMP)
Lehman Brothers Special Financing Inc.	08-13888 (JMP)
Lehman Brothers OTC Derivatives Inc.	08-13893 (JMP)
Lehman Brothers Commercial Corporation	08-13901 (JMP)
Lehman Brothers Derivatives Products Inc.	08-13899 (JMP)
Lehman Brothers Financial Products Inc.	08-13902 (JMP)
LB 745 LLC	08-13600 (JMP)
PAMI Statler Arms LLC	08-13664 (JMP)
CES Aviation LLC	08-13905 (JMP)
CES Aviation V LLC	08-13906 (JMP)
CES Aviation IX LLC	08-13907 (JMP)
East Dover Limited	08-13908 (JMP)
Lehman Scottish Finance L.P.	08-13904 (JMP)
Luxembourg Residential Properties Loan Finance S.a.r.l.	09-10108 (JMP)
BNC Mortgage LLC	09-10137 (JMP)
LB Rose Ranch LLC	09-10560 (JMP)
Structured Asset Securities Corporation	09-10558 (JMP)
LB 2080 Kalakaua Owners LLC	09-12516 (JMP)
Merit, LLC	09-17331 (JMP)
LB Preferred Somerset LLC	09-17505 (JMP)
LB Somerset LLC	09-17503 (JMP)

**VOTING INSTRUCTIONS FOR COMPLETING THE  
BALLOT FOR HOLDERS OF CLASS 2 SECURED CLAIMS**

This Ballot is submitted to you to solicit your vote to accept or reject the Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated August 24, 2011 (as it may be further amended or modified, the “Plan”). The terms of the Plan are described in the Debtors’ Disclosure Statement for Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code for the Plan, dated August 24, 2011 (as it may be amended or modified, the “Disclosure Statement”), including all exhibits thereto. All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

The Plan will be accepted by a class if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in such class voting on the Plan. In the event that such class rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of claims in such class and all other classes of claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. **If the Plan is confirmed by the Bankruptcy Court, all holders of claims against and equity interests in the Debtors will be bound by the terms of the confirmed Plan and the transactions contemplated thereby, whether or not they vote to accept the Plan and whether or not they vote on the Plan at all.**

**To have your vote counted, you must complete, sign, and return this Ballot to Epiq Bankruptcy Solutions, LLC (the “Voting Agent”) so that it is received by the Voting Agent by no later than 4:00 p.m. (Prevailing Eastern Time) on November 4, 2011 (the “Voting Deadline”), unless such time is extended in the discretion of the Debtors.** Ballots must be delivered either by mail with the enclosed envelope or to the Voting Agent at the following address:

If by mail:

EPIQ BANKRUPTCY SOLUTIONS, LLC  
ATTN: LEHMAN BALLOT PROCESSING CENTER  
FDR STATION, P.O. BOX 5014  
NEW YORK, NEW YORK 10150-5014

If by hand delivery or courier:

EPIQ BANKRUPTCY SOLUTIONS, LLC  
ATTN: LEHMAN BALLOT PROCESSING CENTER  
757 THIRD AVENUE, 3RD FLOOR  
NEW YORK, NEW YORK 10017

**Ballots will not be accepted by telecopy, facsimile or other electronic means of transmission.**

To properly complete the Ballot, you must follow the procedures described below:

make sure that the information contained in Item 1 is correct;

if you have a Secured Claim identified in Item 1, cast your vote to accept or reject the Plan by checking the appropriate box in Item 2;

if you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing (and, if requested, submit satisfactory evidence of your

[BALLOT CODE]  
Class 2 Ballot

authority to so act, e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

if you also hold claims in a class other than the classes specified in Item 1, you may receive more than one Ballot, labeled for a different class of claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular class of claims only if you complete, sign, and return the Ballot labeled for that class of claims in accordance with the instructions on that Ballot;

if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;

provide your name and mailing address;

sign and date your Ballot; and

return your Ballot with an original signature to the Voting Agent.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC AT **1-866-879-0688 (domestic) or 1-503-597-7691 (international)**. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**Exhibit 3D**

**Beneficial Ballot Form**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X-----  
In re : Chapter 11 Case No.  
LEHMAN BROTHERS HOLDINGS INC., et al., : 08-13555 (JMP)  
Debtors. : (Jointly Administered)  
:-----X-----

BENEFICIAL BALLOT FOR REVISED SECOND AMENDED JOINT CHAPTER 11  
PLAN OF LEHMAN BROTHERS HOLDINGS INC. AND ITS AFFILIATED DEBTORS

**BENEFICIAL BALLOT FOR UNSECURED NOTE CLAIMS**

Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), each of which is identified below, are soliciting votes with respect to the Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated August 24, 2011 (as it may be further amended or modified, the “Plan”), from the holders of certain claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call Epiq Bankruptcy Solutions, LLC (the “Voting Agent”) at **1-866-879-0688 (domestic) or 1-503-597-7691 (international)**.

**This Beneficial Ballot is to be used for voting by the record holders or beneficial holders of the unsecured notes identified by your broker, bank or other nominee (each of the foregoing, a “Voting Nominee”) on Exhibit A attached hereto or otherwise on this Beneficial Ballot (the “Unsecured Notes”). In order for your vote to be counted, the Beneficial Ballot (or the Master Ballot cast on your behalf must be returned to the Voting Agent) must be properly completed, signed, and returned to the Voting Agent so that it is actually received by the Voting Agent by no later than 4:00 p.m. (Prevailing Eastern Time) on November 4, 2011 (the “Voting Deadline”), unless such time is extended by the Debtors. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR VOTING NOMINEE, YOU MAY RETURN YOUR BALLOT USING THE ENVELOPE PROVIDED. PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO RECEIVE YOUR BALLOT AND PROCESS YOUR VOTE ON A MASTER BALLOT SUCH THAT THE MASTER BALLOT IS RECEIVED BY THE VOTING AGENT BEFORE THE VOTING DEADLINE. Please see Exhibit A to this Beneficial Ballot for a list of Unsecured Notes (including the corresponding CUSIP(s)/ISIN(s) and applicable Plan class).**

**Submission of electronic instructions to your Voting Nominee (if permitted by such Voting Nominee) shall have the same effect as if you had completed and returned a physical Ballot. By making an electronic submission, you are representing that you reviewed the Beneficial Ballot in its entirety and have received a copy of the Plan and Disclosure Statement for your review and consideration.**

**PLEASE COMPLETE THE FOLLOWING:**

**ITEM 1. Principal Amount of Unsecured Notes.** The undersigned hereby certifies that as of August 1, 2011 (the “Record Date”), the undersigned was the beneficial holder (or authorized signatory for a beneficial holder), or the Voting Nominee of a beneficial holder, of Unsecured Notes in the following unpaid principal amount

(insert amount in box below). If your Unsecured Notes are held by a Voting Nominee on your behalf and you do not know the amount of Unsecured Notes held, please contact your Voting Nominee immediately.

Principal amount: \_\_\_\_\_

**ITEM 2. Vote on the Plan. The beneficial holder of Unsecured Notes identified in Item 1 above hereby votes to:**

Check one box:  Accept the Plan  
 Reject the Plan

**ITEM 3. Certification as to Unsecured Notes held in Additional Accounts. By completing and returning this Beneficial Ballot, the beneficial holder certifies that either (1) it has not submitted any other Beneficial Ballots for other Unsecured Notes held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Unsecured Notes for which it has submitted additional Beneficial Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):**

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BENEFICIAL BALLOTS OTHER THAN THIS BENEFICIAL BALLOT

Account Number	Name of Holder <sup>2</sup>	Amount of Other Claims Voted	Type of Claim Voted	CUSIP/ISIN of Other Claims Voted (if applicable)

**ITEM 4. Acknowledgements and Certification. By returning this Beneficial Ballot, the beneficial holder of the Unsecured Notes identified in Item 1 above (a) acknowledges that it has been provided with a copy of the Debtors' Disclosure Statement for Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code for the Plan, dated August 24, 2011 (as it may be amended or modified, the "Disclosure Statement"), including all exhibits thereto; (b) certifies that (i) it is the holder of the Unsecured Notes identified in Item 1 above or (ii) it has full power and authority to vote to accept or reject the Plan; and (c) further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.**

Print or Type Name of Claimant: \_\_\_\_\_

Social Security or Federal Tax I.D. No. of Claimant: \_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory (if different than claimant): \_\_\_\_\_

If by Authorized Agent, Title of Agent: \_\_\_\_\_

<sup>2</sup> Insert your name if the Unsecured Notes are held by you in record name or, if held in street name, insert the name of your Voting Nominee.

[BALLOT CODE]

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

Street Address: \_\_\_\_\_

City, State and Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Name of Debtors and Case Numbers

Lehman Brothers Holdings Inc.	08-13555 (JMP)
Lehman Commercial Paper Inc.	08-13900 (JMP)
Lehman Brothers Commodities Services Inc.	08-13885 (JMP)
Lehman Brothers Special Financing Inc.	08-13888 (JMP)
Lehman Brothers OTC Derivatives Inc.	08-13893 (JMP)
Lehman Brothers Commercial Corporation	08-13901 (JMP)
Lehman Brothers Derivatives Products Inc.	08-13899 (JMP)
Lehman Brothers Financial Products Inc.	08-13902 (JMP)
LB 745 LLC	08-13600 (JMP)
PAMI Statler Arms LLC	08-13664 (JMP)
CES Aviation LLC	08-13905 (JMP)
CES Aviation V LLC	08-13906 (JMP)
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East Dover Limited	08-13908 (JMP)
Lehman Scottish Finance L.P.	08-13904 (JMP)
Luxembourg Residential Properties Loan Finance S.a.r.l.	09-10108 (JMP)
BNC Mortgage LLC	09-10137 (JMP)
LB Rose Ranch LLC	09-10560 (JMP)
Structured Asset Securities Corporation	09-10558 (JMP)
LB 2080 Kalakaua Owners LLC	09-12516 (JMP)
Merit, LLC	09-17331 (JMP)
LB Preferred Somerset LLC	09-17505 (JMP)
LB Somerset LLC	09-17503 (JMP)

**VOTING INSTRUCTIONS FOR COMPLETING THE  
BENEFICIAL BALLOT FOR HOLDERS OF UNSECURED NOTE CLAIMS**

This Beneficial Ballot is submitted to you to solicit your vote to accept or reject the Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated August 24, 2011 (as it may be further amended or modified, the “Plan”). The terms of the Plan are described in the Debtors’ Disclosure Statement for Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code for the Plan, dated August 24, 2011 (as it may be further amended or modified, the “Disclosure Statement”). All capitalized terms used but not defined herein or in the Beneficial Ballot have the meanings ascribed to such terms in the Plan.

**PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE  
COMPLETING THIS BENEFICIAL BALLOT.**

The Plan will be accepted by a class if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in such class voting on the Plan. In the event that your class rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of claims in your class and all other classes of claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. **If the Plan is confirmed by the Bankruptcy Court, all holders of claims against and equity interests in the Debtors will be bound by the terms of the confirmed Plan and the transactions contemplated thereby, whether or not they vote to accept the Plan and whether or not they vote on the Plan at all.**

**To have your vote counted, you must complete, sign, and return this Beneficial Ballot in the envelope provided or as otherwise directed by your Voting Nominee. The deadline by which your vote must be received by Epiq Bankruptcy Solutions, LLC (the “Voting Agent”) is 4:00 p.m. (Prevailing Eastern Time) on November 4, 2011 (the “Voting Deadline”), unless such time is extended in the discretion of the Debtors. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR VOTING NOMINEE, YOU MAY RETURN YOUR BALLOT USING THE ENVELOPE PROVIDED. PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO RECEIVE YOUR BALLOT AND PROCESS YOUR VOTE ON A MASTER BALLOT SUCH THAT THE MASTER BALLOT IS RECEIVED BY THE VOTING AGENT BEFORE THE VOTING DEADLINE.**

**Beneficial Ballots will not be accepted by the Voting Agent by telecopy, facsimile, or other electronic means of transmission.**

To properly complete the Beneficial Ballot, you must follow the procedures described below:

make sure that the information contained in Item 1 is correct;

if you have a claim identified in Item 1, cast your vote to accept or reject the Plan by checking the appropriate box in Item 2;

provide the information required by Item 3, if applicable to you;

if you are completing this Beneficial Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing (and, if requested, submit satisfactory evidence of your authority to so act, e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

if you also hold claims in a class other than the class specified in Item 1, you may receive more than one Ballot, labeled for a different class of claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular class of claims only if you complete, sign, and return the Ballot labeled for that class of claims in accordance with the instructions on that Ballot;

if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;  
provide your name and mailing address;  
sign and date your Ballot; and  
return your Ballot with an original signature using the enclosed pre-addressed return envelope.

**PLEASE NOTE:**

**The Beneficial Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.** Holders should not surrender, at this time, certificates representing their securities. Neither the Debtors nor the Voting Agent will accept delivery of any such certificates surrendered together with the Beneficial Ballot.

IF YOU HAVE ANY QUESTIONS REGARDING THE BENEFICIAL BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BENEFICIAL BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BENEFICIAL BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC AT **1-866-879-0688 (domestic) or 1-503-597-7691 (international)**. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

[BALLOT CODE]

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

**EXHIBIT A**

*Your Voting Nominee may have checked a box below to indicate the Unsecured Notes to which this Beneficial Ballot pertains, or otherwise provided that information to you on a label or schedule attached to the Beneficial Ballot.*

UNSECURED NOTES		
Class	Class Description	CUSIP(s)/ISIN(s)

[BALLOT CODE]

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

**Exhibit 3E**

**Master Ballot Form**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X-----  
In re : Chapter 11 Case No.  
LEHMAN BROTHERS HOLDINGS INC., et al., : 08-13555 (JMP)  
Debtors. : (Jointly Administered)  
-----X-----

MASTER BALLOT FOR REVISED SECOND AMENDED JOINT CHAPTER 11  
PLAN OF LEHMAN BROTHERS HOLDINGS INC. AND ITS AFFILIATED DEBTORS

**MASTER BALLOT FOR UNSECURED NOTE CLAIMS**

On August 24, 2011, Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), each of which is identified below, filed the Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, (as it may be further amended or modified, the “Plan”) and the Debtors’ Disclosure Statement for Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. Pursuant to Section 1125 of the Bankruptcy Code, (as it may be amended or modified, the “Disclosure Statement”), with respect thereto. Copies of the Plan and Disclosure Statement are enclosed. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Master Ballot, please call Epiq Bankruptcy Solutions, LLC (the “Voting Agent”) at (646) 282-2400.

**This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, a “Voting Nominee”); or as the proxy holder of a Voting Nominee or beneficial holder of the unsecured notes indicated by you on Exhibit A attached hereto (the “Unsecured Notes”), to transmit to the Voting Agent the votes of the beneficial holders in respect of their Unsecured Notes to accept or reject the Plan. Please see Exhibit A to this Master Ballot for a list of Unsecured Notes (including the corresponding CUSIP(s)/ISIN(s) and applicable classes).**

PLEASE COMPLETE THE FOLLOWING:

**Item 1. Certification of Authority to Vote.** The undersigned certifies that as of August 1, 2011 (the Record Date), the undersigned (please check appropriate box):

- Is a broker, bank, or other nominee for the beneficial holders of the aggregate principal amount of the Unsecured Notes indicated on Exhibit A attached hereto or otherwise on this Master Ballot in the aggregate principal amount listed in Item 2 below, and is the registered holder or Voting Nominee of such securities, or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder or Voting Nominee of the aggregate principal amount of Unsecured Notes listed in Item 2 below, or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial holder, that is the registered holder or Voting Nominee of the aggregate principal amount of Unsecured Notes listed in Item 2 below,

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[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

and accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the beneficial holders of the Unsecured Notes described in Item 2.

**Item 2. Vote.** The undersigned transmits the following votes of beneficial holders in respect of their Unsecured Notes, and certifies that the following beneficial holders of the Unsecured Notes, as identified by their respective customer account numbers set forth below, are beneficial holders of such securities as of August 1, 2011, the Record Date, and have delivered to the undersigned, as Voting Nominee, properly executed Beneficial Ballots casting such votes. Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each beneficial holder must vote all of his, her, or its Unsecured Notes to accept or to reject the Plan and may not split such vote.

Your Customer Account Number for Each Beneficial Holder of Voting Unsecured Notes	Principal Amount of Unsecured Notes Voted to ACCEPT or REJECT Plan*	
	ACCEPT	REJECT
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
<b>TOTALS:</b>		

\* In order to vote on the Plan, the beneficial holder must have checked a box in item 2 to ACCEPT or REJECT the Plan on its individual Beneficial Ballot. If the beneficial holder did not check a box, or checked both boxes, in Item 2 on its individual Beneficial Ballot, by order of the Bankruptcy Court its vote will not be counted.

[MASTER BALLOT CODE]

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

**Item 3. Certification as to Transcription of Information from Item 3 as to Unsecured Notes Voted Through Other Beneficial Ballots.** The undersigned certifies that the undersigned has transcribed in the following table the information provided by beneficial holders in Item 3 of the beneficial holder's original Beneficial Ballot, identifying any Unsecured Notes for which such beneficial holders have submitted other Beneficial Ballots other than to the undersigned:

YOUR Customer Account Number for Each Beneficial Holder Who Completed Item 3 of the Beneficial Ballots	TRANSCRIBE FROM ITEM 3 OF THE BENEFICIAL BALLOTS:				
	Account Number	Name of Beneficial Holder	Amount of Other Claims Voted	Type of Claims Voted	CUSIP/ISIN of Other Claims Voted (if applicable)
1.					
2.					
3.					
4.					
5.					
6.					
7.					
8.					
9.					
10.					

[MASTER BALLOT CODE]

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

**Item 4. Certification.** By signing this Master Ballot, the undersigned certifies that each beneficial holder of the Unsecured Notes listed in Item 2 above has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Name of Voting Nominee:

\_\_\_\_\_  
(Print or Type)

Participant Number:\_\_\_\_\_

Name of Proxy Holder or Agent for Voting Nominee (if applicable):  
\_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax I.D. No.:\_\_\_\_\_

Signature:\_\_\_\_\_

By:\_\_\_\_\_  
(If Appropriate)

Title:\_\_\_\_\_  
(If Appropriate)

Street Address:\_\_\_\_\_

City, State, Zip Code:\_\_\_\_\_

Telephone Number: (\_\_\_\_\_) \_\_\_\_\_  
(Including Area Code)

Email Address: \_\_\_\_\_

Date Completed:\_\_\_\_\_

[MASTER BALLOT CODE]

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

Name of Debtors and Case Numbers

Lehman Brothers Holdings Inc.	08-13555 (JMP)
Lehman Commercial Paper Inc.	08-13900 (JMP)
Lehman Brothers Commodities Services Inc.	08-13885 (JMP)
Lehman Brothers Special Financing Inc.	08-13888 (JMP)
Lehman Brothers OTC Derivatives Inc.	08-13893 (JMP)
Lehman Brothers Commercial Corporation	08-13901 (JMP)
Lehman Brothers Derivatives Products Inc.	08-13899 (JMP)
Lehman Brothers Financial Products Inc.	08-13902 (JMP)
LB 745 LLC	08-13600 (JMP)
PAMI Statler Arms LLC	08-13664 (JMP)
CES Aviation LLC	08-13905 (JMP)
CES Aviation V LLC	08-13906 (JMP)
CES Aviation IX LLC	08-13907 (JMP)
East Dover Limited	08-13908 (JMP)
Lehman Scottish Finance L.P.	08-13904 (JMP)
Luxembourg Residential Properties Loan Finance S.a.r.l.	09-10108 (JMP)
BNC Mortgage LLC	09-10137 (JMP)
LB Rose Ranch LLC	09-10560 (JMP)
Structured Asset Securities Corporation	09-10558 (JMP)
LB 2080 Kalakaua Owners LLC	09-12516 (JMP)
Merit, LLC	09-17331 (JMP)
LB Preferred Somerset LLC	09-17505 (JMP)
LB Somerset LLC	09-17503 (JMP)

[MASTER BALLOT CODE]

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

## INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

### VOTING DEADLINE/VOTING AGENT:

**The Voting Deadline is 4:00 p.m. (Prevailing Eastern Time) on November 4, 2011, unless extended by the Debtors.** To have the vote of the beneficial holder(s) for whom you act as Voting Nominee count, you must complete, sign, and return the Master Ballot so that it is actually received by the Voting Agent before the Voting Deadline. The Voting Agent is:

EPIQ BANKRUPTCY SOLUTIONS, LLC  
ATTN: LEHMAN BALLOT PROCESSING CENTER  
757 THIRD AVENUE, 3RD FLOOR  
NEW YORK, NEW YORK 10017

### HOW TO VOTE:

If you are both the registered holder and the beneficial holder of any principal amount of Unsecured Notes and you wish to vote such Unsecured Notes, you may complete, execute, and return to the Voting Agent either an individual Beneficial Ballot or a Master Ballot.

**If you are transmitting the votes of any beneficial holders of Unsecured Notes other than yourself, you may either:**

1. "Prevalidate" the individual Beneficial Ballot contained in the solicitation package and then forward the solicitation package with such prevalidated Ballot to the beneficial holder of the Unsecured Notes for voting within five (5) business days after receipt of the solicitation package, with the beneficial holder then returning its individual Beneficial Ballot directly to the Voting Agent in the return envelope provided in the solicitation package. A Voting Nominee "prevalidates" a Beneficial Ballot by completing Item 1, and fully executing Item 4, and indicating thereon the appropriate account numbers through which the beneficial holder's holdings are derived and the depository participant number of the Voting Nominee.

OR

2. Forward the solicitation package to the beneficial holder of the Unsecured Notes for voting along with a return envelope provided by and addressed to you, with the beneficial holder then returning the individual Beneficial Ballot to you. In such case, you, as the Voting Nominee, will tabulate the votes of all of your respective beneficial holders on this Master Ballot, in accordance with these instructions, and then return the Master Ballot to the Voting Agent. You should advise your beneficial holders to return their individual Beneficial Ballots to you by a date calculated to allow you to prepare and return the Master Ballot to the Voting Agent so that the Master Ballot is actually received by the Voting Agent by the Voting Deadline.

With respect to all Beneficial Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. Indicate the votes to accept or reject the Plan in Item 2 of the Master Ballot, as transmitted to you by the beneficial holders of the Unsecured Notes. To identify such beneficial holders without disclosing their names, please use the customer account number assigned by you to each such beneficial holder, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate

[MASTER BALLOT CODE]

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

list of each beneficial holder and the assigned number). **IMPORTANT: EACH BENEFICIAL HOLDER MUST VOTE ALL OF HIS, HER, OR ITS UNSECURED NOTES EITHER TO ACCEPT OR REJECT THE PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL HOLDER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY.**

Any Beneficial Ballot that does not indicate acceptance or rejection of the Plan or indicates both acceptance and rejection of the Plan, by order of the Bankruptcy Court will not be counted, so you should not include their votes in your tabulation;

- c. Please note that Item 3 of the Master Ballot requests that you transcribe the information provided by each beneficial holder in Item 3 of each properly completed Beneficial Ballot relating to other Unsecured Notes voted;
- d. Review the certification in Item 4 of the Master Ballot;
- e. Sign and date the Master Ballot, and provide the remaining information requested;
- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact the Voting Agent if you need any additional information; and
- h. Deliver the completed, executed Master Ballot so as to be received by the Voting Agent before the Voting Deadline. For each completed, executed Beneficial Ballot returned to you by a beneficial holder, either forward such Beneficial Ballot (along with your Master Ballot) to the Voting Agent or retain such Beneficial Ballot in your files for one (1) year from the Voting Deadline.

**PLEASE NOTE:**

**The Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.** Holders should not surrender, at this time, certificates representing their securities. Neither the Debtors nor the Voting Agent will accept delivery of any such certificates surrendered together with the Master Ballot.

No Beneficial Ballot nor Master Ballot shall constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

No fees, commissions, or other remuneration will be payable to any Voting Nominee for soliciting votes on the Plan. The Debtors will, however, reimburse you for reasonable, documented, actual costs and expenses incurred by you in forwarding the Beneficial Ballots and other enclosed materials to the beneficial holders of Unsecured Notes held by you as a Voting Nominee or in a fiduciary capacity and in tabulating the Beneficial Ballots.

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.**

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BENEFICIAL BALLOTS OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC, AT (646) 282-2400. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

[MASTER BALLOT CODE]

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

**EXHIBIT A**

*Please check ONE box below to indicate the Notes to which this Master Ballot pertains (or clearly indicate such information directly on the Master Ballot or on a schedule thereto):*

<b>UNSECURED NOTES</b>		
<b>Class</b>	<b>Class Description</b>	<b>CUSIP(s)/ISIN(s)</b>

**Exhibit 4**

**Notice of Non-Voting Status**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
In re : Chapter 11 Case No.  
LEHMAN BROTHERS HOLDINGS INC., *et al.* : 08-13555 (JMP)  
Debtors. : (Jointly Administered)  
-----x

**NOTICE OF NON-VOTING STATUS TO  
CLASS [ ] CLAIMS AND CLASS [ ] EQUITY INTERESTS**

PLEASE TAKE NOTICE THAT on [\_\_\_\_], 2011, the United States Bankruptcy Court for the Southern District of New York approved the Debtors' Disclosure Statement for Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code, dated August 24, 2011 (as it may be amended or modified, the "Disclosure Statement"), filed by Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"). The Debtors are soliciting votes with respect to the Revised Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated August 24, 2011 (as it may be further amended or modified, the "Plan"), from holders of claims and equity interests who are (or may be) entitled to receive distributions under the Plan.

**UNDER THE TERMS OF THE PLAN, YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF YOUR CLAIM(S) AGAINST, OR EQUITY INTEREST(S) IN, THE DEBTORS. THEREFORE, PURSUANT TO SECTION 1126(g) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (i) DEEMED TO HAVE REJECTED THE PLAN AND (ii) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR EQUITY INTEREST(S), OR IF YOU WISH TO OBTAIN A COPY OF THE PLAN AND DISCLOSURE STATEMENT, YOU MAY REQUEST SUCH COPY, IN WRITING, FROM THE DEBTORS' VOTING AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC, ATTN: LEHMAN BALLOT PROCESSING CENTER, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, OR BY TELEPHONE AT 1-866-879-0688 (domestic) or 1-503-597-7691 (international), OR YOU MAY VIEW THE PLAN AND DISCLOSURE STATEMENT BY ACCESSING EITHER WWW.LEHMAN-DOCKET.COM, OR THE COURT'S WEBSITE: WWW.NYSB.USCOURTS.GOV. NOTE THAT A PACER PASSWORD AND LOGIN ARE NEEDED TO ACCESS DOCUMENTS ON THE COURT'S WEBSITE (HTTP://WWW.PACER.PSC.USCOURTS.GOV).**